## FORM D

THOMSON FINANCIAL

UNITED STA SECURITIES AND EXCHAN Washington, D.C. FORM D

02048183

OMB APPROVAL Number: nated average burden hours per response . . .

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

	SEC USE	ONLY	
Prefi	x ,		Serial
		1	
	DATE RE	CIVED	
	1	1	

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)							
<u> </u>							
Lanx Offshore Partners, Ltd.							
Filing Under (Check box(es) that apply):  Rule 504 Rule 505 Rule 506 Section 4(6)	☐ ULOE						
Type of Filing:  ☐ New Filing ☐ Amendment							
A. BASIC IDENTIFICATION DATA							
1. Enter the information requested about the issuer							
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)							
Lanx Offshore Partners, Ltd.							
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number						
c/o Cardinal International Corporation Ltd.; Suite 400. British Colonial Centre of Commerce; On							
Street, P.O. Box N-3935, Nassau, Bahamas							
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number						
(if different from Executive Offices)	(Including Area Code)						
·							
Brief Description of Business  The investment objective of the Fund is to seek to achieve capital	appreciation! preservation of						
capital and risk reduction by allocating the Fund's assets among a selected group of Portfolio Mar							
Type of Business Organization	< JUN 2 8 2002 >>						
⊠ corporation ☐ limited partnership, already formed							
☐ business trust ☐ limited partnership, to be formed ☐ other (please spec	ify)(ify)						
Month Year	V. 164 /59						
Actual or Estimated Date of Incorporation or Organization: 0 8 0 1	Actual Estimated						
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:							
CN for Canada; FN for other foreign jurisdiction)   F   N	N I						

### **GENERAL INSTRUCTIONS**

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

**ATTENTION** 

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the

# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	⊠ Director	General and/or
Full Name (Last name first, i Goldman, Brian	f individual)				Managing Partner
Business or Residence Addre 381 Park Avenue South, Su	`		Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, i Hancock, Stephen	f individual)				
Business or Residence Addre c/o Cardinal International Co 3935, Nassau, Bahamas				ierce; One Ba	y Street, P.O. Box N-
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, i Thurston, Sophia	f individual)				
Business or Residence Addre c/o Cardinal International Co 3935, Nassau, Bahamas	•		• ,	nerce; One Ba	y Street, P.O. Box N-
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ess (Number a	nd Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number a	and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	<ul><li>General and/or</li><li>Managing Partner</li></ul>
Full Name (Last name first, i	f individual)				
Business or Residence Addre	ss (Number a	nd Street, City, State, 2	Zip Code)		

27.35 27.35					B. INFO	)RMATI	ÓN ABC	OUT OFF	ERING		1884年 - 1874日 1317 - 直接した		
1.	Has th	e issuer s	old, or do	es the iss			to non-aco Appendix					Yes □	No ⊠
2.	*Subject to reduction in the sole discretion of the Fund												
3. Does the offering permit joint ownership of a single unit?										Yes ⊠	No □		
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.													
Fu	II Name	(Last na	me first,	if individu	iai) None								
Bu	siness o	r Resider	nce Addr	ess (Numb	per and S	treet, City	, State, Z	ip Code)					
Na	me of A	ssociated	d Broker	or Dealer								······································	
				ed Has So c individu							••••••		All States
	□AL □IL □MT □RI	□AK □IN □NE □SC	□AZ □IA □NV □SD	□AR □KS □NH □TN	□CA □KY □NJ □TX	□CO □LA □NM □UT	□CT □ME □NY □VT	□DE □MD □NC □VA	□DC □MA □ND □WA	□FL □MI □OH □WV	□GA □MN □OK □WI	□HI □MS □OR □WY	□ID □MO □PA □PR
Fu	ll Name	(Last na	me first,	if individu	ual)							-	
Bu	siness c	or Reside	nce Addr	ess (Numi	ber and S	treet, City	, State, Z	ip Code)	<del> </del>				
Na	me of A	Associate	d Broker	or Dealer				<del>_</del>					
				ed Has So c individu									All States
	□AL □IL □MT □RI	□AK □IN □NE □SC	□AZ □IA □NV □SD	□AR □KS □NH □TN	□CA □KY □NJ □TX	□CO □LA □NM □UT	□CT □ME □NY □VT	□DE □MD □NC □VA	□DC □MA □ND □WA	□FL □MI □OH □WV	□GA □MN □OK □WI	□HI □MS □OR □WY	□ID □MO □PA □PR
Fu	ll Name	(Last na	me first,	if individ	ual)								
Bu	isiness c	or Reside	nce Addr	ess (Num	ber and S	treet, City	, State, Z	(ip Code)					
Na	me of A	Associate	d Broker	or Dealer									
				ed Has So c individu							••••••		All States
	□AL □IL □MT □RI	□AK □IN □NE □SC	□AZ □IA □NV □SD	□AR □KS □NH □TN	□CA □KY □NJ □TX	□CO □LA □NM □UT	□CT □ME □NY □VT	□DE □MD □NC □VA	□DC □MA □ND □WA	□FL □MI □OH □WV	□GA □MN □OK □WI	□HI □MS □OR □WY	□ID □MO □PA □PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is at exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	1			
	Type of Security	_	gregate ring Price	_	Amount eady Sold
	Debt	\$		_ \$	0
	Equity	\$1,000	,000,000	_ \$17	,266,606
	Common Preferred				_
	Convertible Securities (including warrants)	<u>\$</u>		- <del>\$</del>	0
	Partnership Interests				
	Other (Specify )	\$		\$	0
	Total	\$1,000	,000,000	_ \$17	,266,606
	in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number of Investors	A	ggregate Dollar mount of Purchase
	Accredited Investors	\$	26	\$17	,266,606
	Non-accredited Investors	\$	0	\$	0
	Total (for filings under Rule 504 only)	\$	N/A	\$	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for a securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12 months prior to the first sale of securities in this offering. Classify securities by type liste in Part C - Question 1.	)			
			Type of		Dollar
	Type of offering		Security	An	nount Sold
	Rule 505	<u>\$</u>	. N/A	_ \$	N/A
	Regulation A	\$	N/A	_ \$	N/A
	Rule 504	\$	N/A	_ \$	N/A
	Total	\$	N/A		N/A
4.	a. Furnish a statement of all expenses in connection with the issuance an distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to futur contingencies. If the amount of an expenditure is not known, furnish an estimate and chec the box to the left of the estimate.	) e			
	Transfer Agent's Fees		$\boxtimes$	\$	0
	Printing and Engraving Costs			\$	0
	Legal Fees		$\boxtimes$		45,000
				\$	0

Engineering Fees

Sales Commissions (specify finders' fees separately)

Other Expenses (identify) <u>Blue Sky Filings</u>

Total .....

0

5,000

50,000

C, OFFERING PRICE,	NUMBER OF INVESTORS, EXPENSES AN	D USE OF	PROCE	EDS
response to Part C -Question 1	rence between the aggregate offering price given in and total expenses furnished in response to Part C - the "adjusted gross proceeds to the issuer."			\$999,950,000
be used for each of the purpose furnish an estimate and check the	e adjusted gross proceeds to the issuer used or proposes shown. If the amount for any purpose is not known to the left of the estimate. The total of the payons proceeds to the issuer set forth in response to Paragraphics.	nown, ments		
		Paymen	ts to	
		Office	,	
		Director		\$ Payments to
		Affilia	_	Others
		<u></u> \$	0 F	] <u>\$</u>
		<u>\$</u>		
	stallation of machinery and equipment	□ <u>\$</u> □ \$	0 [	
Acquisition of other businesses (	ouildings and facilities including the value of securities to be used in exchange for the assets or	LJ <u>\$</u>	<u>~</u> L	J <u>9</u>
		□ \$	0 [	\$
Repayment of indebtedness		□ <u>\$</u>		
Working capital		<u>\$</u>	0 [	\$
Other (specify):		\$	0 [	<u> </u>
		<u> </u>	0 2	\$999,950,000
Column Totale		□ \$	0	\$999,950,000
Column Totals		<u> </u>	$\overline{\boxtimes}$	9999,900,000
Total Payments Listed (column t	otals added)			99,950,000
	D. FEDERAL SIGNATURE			
following signature constitutes an under	be signed by the undersigned duly authorized person taking by the issuer to furnish to the U.S. Securities thed by the issuer to any non-accredited investor pursue.	and Exchang	e Commis	sion, upon written
Issuer (Print or Type)	Signature		Date	
Lanx Offshore Partners, Ltd.	1/1		6/140	12
Name of Signer (Print or Type)	Title of Signer (Print or Type)		L	
Brian Goldman	Director, Lanx Offshore Partners, Ltd.			
		•		
	ATTENTION			, <u>.                                    </u>
Intentional misstatements o	r omissions of fact constitute federal criminal viola	ations. (See 1	18 U.S.C.	1001.)

E. STATE SIGNATURE		
1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No ⊠

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

undersigned dury additionized person.		
Issuer (Print or Type)	Signature	Date 6/12/07_
Lanx Offshore Partners, Ltd.		6/12/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Brian Goldman	Director, Lanx Offshore Partners, Ltd.	

### Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

03813.004 #279085

APPENDIX

1		2	3	4			5	;	
	Intend	to sell ccredited s in State	Type of security and aggregate offering price offered in state (part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	Units of Partnership Interest	Number of Accredit ed Investor	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA	Ø		\$1,000,000,000	1	\$369,778	0	0		$\boxtimes$
СО									
CT									
DE									
DC									
FL	$\boxtimes$		\$1,000,000,000	2	\$1,147,471	0	0		×
GA									
НІ									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD	Ø		\$1,000,000,000	10	\$3,157,690	0	0		×
MA									
MI	×		\$1,000,000,000	1	\$1,535,870	0	0		⋈
MN									
MS									
МО									

**APPENDIX** La serie 2 3 4 1 Disqualification under State ULOE Type of security (if yes, attach and aggregate Intend to sell explanation of waiver to non-accredited offering price Type of investor and granted) Investors in State offered in state amount purchased in State (Part E-Item 1) (Part B-Item 1) (part C-Item 1) (Part C-Item 2) Number of Accredit Units of ed Number of Non-Partnership **Investor** Accredited Yes No Yes No Interest Amount **Investors** Amount State S MT ME NV NH  $\boxtimes$ 2 \$979,476 0 0  $\boxtimes$ \$1,000,000,000 NJ NM  $\boxtimes$ \$1,000,000,000 8 \$8,922,403 0 0  $\boxtimes$ NY NC ND OH OK OR PA RISCSD TN TXUT VT VA WA  $\boxtimes$ \$1,000,000,000 2 \$1,153,918 0 0  $\boxtimes$ WVWI WY PR